

Exhibit B

CAROL S. P. WALSH
Executive Vice President
General Counsel



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April 7, 2005

Via facsimile and express delivery

Tom Clifford, Esq.
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San Francisco, CA 94111
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Re: *Visa USA v. First Data: Putative Subpoena*

Dear Mr. Clifford:

I am the General Counsel of Visa Europe Services, Inc. ("VESI"), the entity that your firm purported to serve with a subpoena in the above-referenced matter on March 29. VESI objects to the putative subpoena as follows:

- (1) VESI objects to the Subpoena to the extent that it seeks deposition testimony protected by the attorney-client privilege, work product doctrine or any other privilege.
- (2) VESI objects to the Subpoena on the ground that with regard to the deposition topics set out in 1 and 2, VESI has no rules, bylaws, or membership procedures and no right to use the Visa marks save for the right granted by Visa International to provide any subcontracted services and to use the Visa name as part of its corporate name, Visa Europe Services Inc. VESI further notes that it has no offices or employees in the United States, and for an employee or officer to appear and give testimony in Wilmington, Delaware would impose a significant burden on VESI.
- (3) VESI objects to the Subpoena as, to the best of its knowledge, First Data has sought more than the number of depositions allowed by the discovery Order governing the Visa USA/First Data litigation.
- (4) VESI objects to the Subpoena on the ground that the United States District Court for the District of Delaware cannot properly assert jurisdiction over VESI because it has no offices, employees, or operations in the United States.

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Visa Europe Services Inc. Registered in England No. BR007632
Liability of Members is Limited

CAROL S. P. WALSH
Executive Vice President
General Counsel

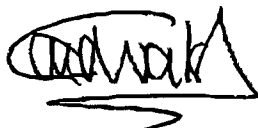
(5) VESI objects to the Subpoena on the ground that it has not signed agreements with Fair Isaac or HNC Software.

(6) VESI objects to the Subpoena to the extent that it seeks deposition testimony that is not relevant to the claims or defences of any party in the above-referenced case. VESI notes that many of the topics listed in the Subpoena have no relationship whatever to the issues in the litigation between Visa U.S.A., Inc. ("Visa USA") and First Data Corp. and certain of its affiliates (collectively, "First Data").

For each of the preceding reasons #2 through #6, and all of them, VESI will not appear to provide deposition testimony in response to the Subpoena.

Thank you very much.

Yours Sincerely,



Carol Walsh, Esq.